

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

<p>IN RE ENRON CORPORATION SECURITIES LITIGATION DERIVATIVE & "ERISA" LITIGATION</p> <p>This Document Relates to:</p> <p>MARK NEWBY, et al.,</p> <p>Plaintiffs,</p> <p>v.</p> <p>ENRON CORPORATION, et al.,</p> <p>Defendants.</p>	<p>MDL-1446</p> <p>C.A. No.: H-01-3624</p> <p>CONSOLIDATED CASES</p>
<p>DK ACQUISITION PARTNERS, L.P., KENSINGTON INTERNATIONAL LIMITED, RUSHMORE CAPITAL – I, L.L.C., RUSHMORE CAPITAL – II, L.L.C. and SPRINGFIELD ASSOCIATES, LLC,</p> <p>Plaintiffs,</p> <p>v.</p> <p>J.P. MORGAN CHASE & CO., JPMORGAN CHASE BANK, J.P. MORGAN SECURITIES INC., CITIGROUP INC., CITIBANK, N.A. and CITIGROUP GLOBAL MARKETS, INC. f/k/a Salomon Smith Barney,</p> <p>Defendants.</p>	<p>C.A. No.: H-03-3393</p>

<p>BAYERISCHE LANDESBANK, STANDARD CHARTERED BANK, DZ BANK AG DEUTSCHE ZENTRAL- GENOSSENSCHAFTSBANK, FRANKFURT AM MAIN, NEW YORK BRANCH, DRESDNER BANK AG, NEW YORK AND GRAND CAYMAN BRANCHES, ARAB BANKING CORPORATION (B.S.C.), NEW YORK BRANCH and WESTLB AG,</p> <p style="text-align: center;">Plaintiffs,</p> <p style="text-align: center;">- against -</p> <p>JPMORGAN CHASE BANK, J.P. MORGAN SECURITIES, INC., CITIBANK, N.A. and SALOMON SMITH BARNEY INC.,</p> <p style="text-align: center;">Defendants.</p>	<p>MDL-1446</p> <p>Case No.: H-01-CV-3624 and consolidated cases</p> <p>C.A. No.: H-04-2154</p>
<p>YOSEMITE SECURITIES TRUST I, et al.,</p> <p style="text-align: center;">Plaintiffs,</p> <p style="text-align: center;">vs.</p> <p>CITIBANK N.A., et al.,</p> <p style="text-align: center;">Defendants.</p>	<p>Civil Action No. H-05-1191</p>

AMERICAN NATIONAL INSURANCE COMPANY, AMERICAN NATIONAL INSURANCE INVESTMENT ACCOUNTS, INC., SM&R INVESTMENTS, INC., AMERICAN NATIONAL PROPERTY AND CASUALTY COMPANY, STANDARD LIFE AND ACCIDENT INSURANCE COMPANY, FARM FAMILY LIFE INSURANCE COMPANY, FARM FAMILY CASUALTY INSURANCE COMPANY, and NATIONAL WESTERN LIFE INSURANCE COMPANY,

Plaintiffs,

vs.

ARTHUR ANDERSEN, L.L.P., ET AL., D. STEPHEN GODDARD, JR., DAVID DUNCAN, KENNETH L. LAY, JEFFREY SKILLING, ANDREW S. FASTOW, RICHARD A. CAUSEY, RICHARD A. BUY, MICHAEL J. KOPPER, ROBERT K. JAEDICKE, JOHN WAKEMAN, WENDY L. GRAMM, BRUCE G. WILSON, JOHN MENDELSON, PAULO V. FERRAZ PEREIRA, ROBERT A. BELFER, NORMAN P. BLAKE, JR., JOHN H. DUNCAN, CHARLES A. LEMAISTRE, FRANK SAVAGE, and HERBERT S. WINOKUR, JR.

Defendants.

Civil Action No. G-03-967

<p>AMERICAN NATIONAL INSURANCE COMPANY, AMERICAN NATIONAL INSURANCE INVESTMENT ACCOUNTS, INC., SM&R INVESTMENTS, INC., AMERICAN NATIONAL PROPERTY AND CASUALTY COMPANY, STANDARD LIFE AND ACCIDENT INSURANCE COMPANY, FARM FAMILY LIFE INSURANCE COMPANY, FARM FAMILY CASUALTY INSURANCE COMPANY, and NATIONAL WESTERN LIFE INSURANCE COMPANY,</p> <p style="text-align: center;">Plaintiffs,</p> <p>vs.</p> <p>J.P. MORGAN CHASE & COMPANY,</p> <p style="text-align: center;">Defendants.</p>	<p>Civil Action No. G-02-0299</p>
<p>AMERICAN NATIONAL INSURANCE COMPANY, AMERICAN NATIONAL INSURANCE INVESTMENT ACCOUNTS, INC., SM&R INVESTMENTS, INC., AMERICAN NATIONAL PROPERTY AND CASUALTY COMPANY, STANDARD LIFE AND ACCIDENT INSURANCE COMPANY, FARM FAMILY LIFE INSURANCE COMPANY, FARM FAMILY CASUALTY INSURANCE COMPANY, and NATIONAL WESTERN LIFE INSURANCE COMPANY,</p> <p style="text-align: center;">Plaintiffs,</p> <p>vs.</p> <p>LEHMAN BROTHERS HOLDINGS, INC., ET AL., LEHMAN BROTHERS, INC., LEHMAN BROTHERS COMMERCIAL PAPER, INC., and JOHN PRUSER,</p> <p style="text-align: center;">Defendants.</p>	<p>Civil Action No. G-02-463</p>

<p>AMERICAN NATIONAL INSURANCE COMPANY, AMERICAN NATIONAL INSURANCE INVESTMENT ACCOUNTS, INC., SM&R INVESTMENTS, INC., AMERICAN NATIONAL PROPERTY AND CASUALTY COMPANY, STANDARD LIFE AND ACCIDENT INSURANCE COMPANY, FARM FAMILY LIFE INSURANCE COMPANY, FARM FAMILY CASUALTY INSURANCE COMPANY, and NATIONAL WESTERN LIFE INSURANCE COMPANY,</p> <p style="text-align: center;">Plaintiffs,</p> <p>vs.</p> <p>CITIGROUP, INC., ET AL., SALOMON SMITH BARNEY, INC., JAMES P. REILLY, JR., C. SCOTT BRUIN, MERRILL LYNCH, PIERCE, FENNER & SMITH, INC., MERRILL LYNCH & COMPANY, INC., SCHUYLER TILNEY, and ROBERT THERRIOT</p> <p style="text-align: center;">Defendants.</p>	<p>Civil Action No. G-02-723</p>
<p>AMERICAN NATIONAL INSURANCE COMPANY, AMERICAN NATIONAL INSURANCE INVESTMENT ACCOUNTS, INC., SM&R INVESTMENTS, INC., AMERICAN NATIONAL PROPERTY AND CASUALTY COMPANY, STANDARD LIFE AND ACCIDENT INSURANCE COMPANY, FARM FAMILY LIFE INSURANCE COMPANY, FARM FAMILY CASUALTY INSURANCE COMPANY, and NATIONAL WESTERN LIFE INSURANCE COMPANY,</p> <p style="text-align: center;">Plaintiffs,</p> <p>vs.</p> <p>ROYAL BANK OF CANADA,</p> <p style="text-align: center;">Defendants.</p>	<p>Civil Action No. G-03-0481</p>

<p>WESTBORO PROPERTIES, L.L.C. and STONEHURST CAPITAL, INC.,</p> <p>Plaintiffs,</p> <p>vs.</p> <p>CREDIT SUISSE FIRST BOSTON, INC.,</p> <p>Defendants.</p>	<p>Civil Action No. H-03-1276</p>
<p>RAVENSWOOD CAPITAL - I, L.L.C., RAVENSWOOD CAPITAL - II, L.L.C., and WHITEWOOD HOLDINGS, L.L.C.,</p> <p>Plaintiffs,</p> <p>vs.</p> <p>CITIGROUP, INC., et al.,</p> <p>Defendants.</p>	<p>Civil Action No. H-04-4520</p>
<p>CONNECTICUT RESOURCES RECOVERY AUTHORITY,</p> <p>Plaintiff,</p> <p>v.</p> <p>KENNETH L. LAY, et al.</p> <p>Defendants.</p>	<p>CIVIL ACTION NOS. H-03-1558, H-03-1579 (Formerly Civil Action Nos. 3:02CV02095 (WWE), and 3:02CV02107 (WWE) in the District of Connecticut)</p>

**RESPONDING PLAINTIFFS' OPPOSITION
TO THE MOTION OF THE FINANCIAL INSTITUTIONS AND ENRON CORP.
WITH RESPECT TO CERTAIN DISCOVERY DEADLINES IN THE CASES
COORDINATED OR CONSOLIDATED WITH *NEWBY* OR *TITTLE* AND IN
ENRON CORP. v. CITIGROUP INC., NO. 03-09266
(S.D.N.Y. BANKR.) AND REQUEST FOR
EXPEDITED CONSIDERATION (MDL INSTRUMENT NO. 394)**

Plaintiffs DK Acquisition Partners, et al., Plaintiffs Bayerische Landesbank, et al., Plaintiffs Yosemite Securities Trust I, et al., Plaintiffs American National Insurance Company, et al., Plaintiffs Westboro Properties, L.L.C., et al., Plaintiffs Ravenswood Capital – I, L.L.C., et al., and Plaintiff Connecticut Resources Recovery Authority (collectively, the “Responding Plaintiffs”) oppose the latest attempt to delay expert discovery in their cases, The Motion of the Financial Institutions and Enron Corp. with Respect to Certain Discovery Deadlines in the Cases Coordinated or Consolidated with *Newby* or *Tittle* and in Enron Corp. v. Citigroup Inc., No. 03-09266 (S.D.N.Y. Bankr.) and Request for Expedited Consideration (the “Motion”).

INTRODUCTION

For the reasons set forth below, the Responding Plaintiffs ask this Court to deny the Motion. Already, the Defendants have benefited from a five (5) month delay beyond the dates in this Court’s original schedule for expert discovery. Now, the Financial Institution Defendants and Enron Corp. seek still more delay from this Court. It is unfair and unnecessary to delay expert discovery further.

ARGUMENT

The Financial Institution Defendants have known for years that they needed to prepare for the start of expert discovery at or before the current June 1, 2006 date. On March 11, 2004, this Court ordered the parties to end fact discovery on November 30,

2005 and begin expert discovery on January 3, 2006.

On November 7, 2005, despite arguments against delay of expert discovery by many of the Responding Plaintiffs, this Court delayed the start of expert discovery by five months – from January 3, 2006 to June 1, 2006.

Fact discovery ended as ordered on November 30, 2005.

The Responding Plaintiffs and the Financial Institutions have now had more than five months since the close of fact discovery to prepare for the start of expert discovery.¹ In the six months since November 7, 2005, the Responding Plaintiffs have worked diligently to obey this Court's November 7, 2005 Order on expert discovery. Now, on the eve of expert discovery, the Financial Institution Defendants seek what will amount – since Responding Plaintiffs have prepared to proceed on June 1 – to a unilateral extension of *three months* to prepare *their* experts further. Without extension, the Financial Institution Defendants have until July 14, 2006 to file their reports; with the extension, the Financial Institutions have until *October 16, 2006*.

Further delay is unfair. The Responding Plaintiffs relied on this Court's November 7, 2005 Order in preparing for expert discovery. Responding Plaintiffs' attorneys and the experts they retained have planned their summers and autumns around

¹ Indeed, the JPMorgan Chase defendants and the Citigroup defendants, having settled in the *Newby* case, have had little to do since November 30, 2005 but to prepare for the beginning of expert discovery in the Consolidated and Coordinated cases. This is important since three of the largest Private Action cases (*DK Acquisition, et al.*, *Bayerische, et al.*, and *Yosemite Securities Trust, et al.*) represented here by three of the Responding Plaintiffs, involve, as Financial Institutions, only JPMorgan Chase defendants and/or the Citibank defendants.

Enron Corp.'s request for delay is equally difficult to understand. Enron Corp. has already settled with several Financial Institution Defendants (including the JPMorgan Chase defendants) and is unaffected by the class certification issues that supposedly form the basis of the Motion.

that schedule. Certain of the Responding Plaintiffs (including the *Bayerische* plaintiffs) will have their cases tried in other Federal districts. The Financial Institutions' requested delay will similarly holdup those trial dates.

Further delay is also unnecessary. The Financial Institutions raise class certification as a supposed reason for delay (leaving conspicuously unexplained why Enron Corp. seeks delay). But the parties can deal with any issues raised by class certification and amendments through limited additional discovery. Plaintiffs have the burden of proof and Responding Plaintiffs are ready to proceed.

CONCLUSION

For the reasons described above, the Responding Plaintiffs respectfully request that the Motion be denied.

Dated: May 9, 2006.

Respectfully submitted by:

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CERTIFICATE OF SERVICE

A true and correct copy of the foregoing **RESPONDING PLAINTIFFS' OPPOSITION TO THE MOTION OF THE FINANCIAL INSTITUTIONS AND ENRON CORP. WITH RESPECT TO CERTAIN DISCOVERY DEADLINES IN THE CASES COORDINATED OR CONSOLIDATED WITH NEWBY OR TITTLE AND IN ENRON CORP. v. CITIGROUP INC., NO. 03-09266 (S.D.N.Y. BANKR.) AND REQUEST FOR EXPEDITED CONSIDERATION** has been served upon all counsel of record via the www.esl3624.com website, on this 9th day of May, 2006.

/s/Jeffrey R. Elkin

Jeffrey R. Elkin